



Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-2191

11-966/B
RECORDATION NO. FILED 10/23/91

OCT 23 1991 -1 40 PM

J. Gary Lane
Senior General Attorney

Writer's Direct Dial Number

INTERSTATE COMMERCE COMMISSION

1-206A009

(804) 629-2818

October 22, 1991

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D. C. 20423

Dear Mr. Strickland:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission five (5) counterparts, properly executed and acknowledged, of the document described below.

This document is a Supplemental Agreement, a secondary document, dated as of October 1, 1991. The primary document to which this is connected is recorded under Recordation No. 11966.

The names and addresses of the parties to the secondary document are as follows:

LESSOR/TRUSTEE: CoreStates Bank, N.A.
510 Walnut Street
Philadelphia, PA 19106

LESSEE/GUARANTOR: Norfolk and Western Railway Company
Three Commercial Place
Norfolk, VA 23510

The equipment covered by the secondary document generally described as follows:

Number of Units	General Description	AAR Symbol	Railroad's Road Numbers (both inclusive)
5	100-ton Centerbeam Flat Cars	FBC	NS 120185-120189

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MOTOR OPERATING UNIT

Each unit of the equipment will be marked in letters not less than one inch in height with the words:

OWNERSHIP SUBJECT TO A SECURITY AGREEMENT
FILED WITH THE INTERSTATE COMMERCE COMMISSION

or other appropriate words of similar import.

A fee of \$16.00 is enclosed. Please return four of the original counterparts, stamped with the Commission's recordation data, to J. Gary Lane, Norfolk Southern Corporation, Three Commercial Place, Norfolk, Virginia 23510.

A short summary of the document to appear in the index follows:

Supplemental Agreement dated October 1, 1991, to Equipment Trust Agreement dated July 1, 1980 with Recordation No. 11966, between CoreStates Bank, N.A., 510 Walnut Street, Philadelphia, PA 19106, Trustee/Lessor, and Norfolk and Western Railway Company, Three Commercial Place, Norfolk, Virginia 23510, Lessee/Guarantor, and covering 5 centerbeam flat cars numbered 120185-120189.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'J. Gary Lane', with a stylized flourish extending from the end.

J. Gary Lane

jgl

Enclosures

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INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENTAL AGREEMENT is made and entered into as of October 1, 1991, by and between CORESTATES BANK, N.A. (formerly First Pennsylvania Bank N.A.), a national banking association organized under the laws of the United States, as trustee (the "Trustee"), and NORFOLK AND WESTERN RAILWAY COMPANY, a Virginia corporation (the "Company");

WITNESSETH THAT:

WHEREAS, "NORFOLK AND WESTERN RAILWAY EQUIPMENT TRUST, SERIES NO. 12" was created pursuant to an Equipment Trust Agreement dated as of July 1, 1980, between the Trustee and the Company, as amended and supplemented (such agreement, as amended and supplemented, is referred to herein as the "Trust Agreement");

WHEREAS, the Trust Agreement was filed with the Interstate Commerce Commission pursuant to 49 U.S.C § 11303 and was assigned recordation number 11966;

WHEREAS, pursuant to the Trust Agreement, the Trustee has leased to the Company certain equipment as defined in the Trust Agreement (the "Equipment") upon certain terms and conditions;

WHEREAS, Section 4.09 of the Trust Agreement provides that, upon the filing with the Trustee of appropriate documents, any Replacement Funds, as defined therein, may be applied to the purchase of additional units of Equipment, in an amount not exceeding the lesser of the Cost or Fair Value, as defined therein, of such additional Equipment; and

WHEREAS, the Company, pursuant to the provisions of Section 4.09 of the Trust Agreement, now proposes to cause to be sold, assigned and transferred to the Trustee additional Equipment which shall become subject to the Trust Agreement.

NOW, THEREFORE, in consideration of the premises and the mutual agreements contained herein, the parties agree as follows:

1. Schedule A to the Trust Agreement is hereby amended to include therein the following additional units of Trust Equipment:

<u>Quantity</u>	<u>Description</u>	<u>Identifying Numbers</u>
5	73' 100-ton Centerbeam Flat Cars, Trinity Industries, Inc., builder	NS 120185-120189, both inclusive

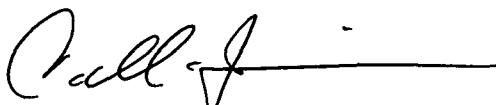
2. The Company shall cause this Supplemental Agreement to be recorded promptly with the Interstate Commerce Commission in accordance with the provisions of Section 6.04 of the Trust Agreement.

3. This Supplemental Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original, and such counterparts shall together constitute a single instrument.

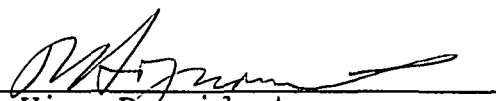
4. The Trust Equipment described in Section 1 above shall be subject to all the terms and conditions set forth in the Trust Agreement as fully as if such terms and conditions were set forth in this Supplemental Agreement, and the Trust Agreement shall be deemed to be supplemented so as to include the Trust Equipment so described from and after the date hereof. Except as modified by this Supplemental Agreement, all terms, covenants and provisions of the Trust Agreement shall continue in full force and effect.

IN WITNESS WHEREOF, the Company and the Trustee have caused this instrument to be signed and acknowledged by their authorized officers as of the dated first written above.

NORFOLK AND WESTERN RAILWAY COMPANY

By: 
Vice President

CORESTATES BANK, N.A., as Trustee

By: 
Vice President

COMMONWEALTH OF VIRGINIA)
) ss.:
 CITY OF NORFOLK)

On this 22nd day of October, 1991, before me, a Notary Public, personally appeared C. M. Duen, to me personally known, who, being by me duly sworn, says he is a Vice President of NORFOLK AND WESTERN RAILWAY COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Jeannie B. Davis
 Notary Public

My commission expires: May 29, 1995

STATE OF PENNSYLVANIA)
) ss.:
 CITY AND COUNTY OF PHILADELPHIA)

On this 21ST day of October, 1991, before me, a Notary Public, personally appeared RICHARD HOJNOWSKI, to me personally known, who, being by me duly sworn, says he is a Vice President of CORESTATES BANK, N.A., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Debra S. Butler
 Notary Public

My commission expires:

